

Eric R. Reimer (admitted *pro hac vice*)
Thomas R. Kreller (admitted *pro hac vice*)
Robert J. Liubicic
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000

Brian Kinney
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Counsel to Cyrus Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	Chapter 11
In re:)	
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et</i>)	
<i>al.</i> ,)	
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 4740
)	
_____)	

**CYRUS CAPITAL PARTNERS, L.P.'S STATEMENT OF ISSUES TO BE
PRESENTED AND DESIGNATION OF ITEMS TO BE INCLUDED IN THE
RECORD ON APPEAL**

Cyrus Capital Partners, L.P. (“Cyrus”) respectfully submits, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Bankruptcy Rules for the Southern District of New York, this statement of issues to be presented and designation of items to be included in the record on appeal with respect to its appeal of this Court’s Order Determining the Amount of Second-Lien Holders’ Section 507(B) Administrative Claims Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure [Docket No. 4740] (the “Order”) before the United States District Court for the Southern District of New York (the “District Court”) at Case No. 19-cv-7782 (VB).

I. Statement of Issues to Be Presented on Appeal:

1. Whether the Bankruptcy Court erred in determining that undrawn letters of credit constituted liens on the second-lien collateral as of the commencement of the bankruptcy case (“Petition Date”) ahead of the second-lien holders’ liens, despite the fact that, as of the Petition Date, the letters of credit were undrawn, and only a *de minimis* amount was drawn on the letters of credit thereafter.

2. Whether the Bankruptcy Court had a sufficient basis to reduce the minimum 88.7% net orderly liquidation values of collateral by an additional 1.3% to account for corporate overhead related to the disposition of the second-lien collateral.

3. Whether the Bankruptcy Court erred when it rejected net orderly liquidation values of inventory higher than the minimum 88.7% that were offered or assumed by multiple parties during the case including the Debtors and the Unsecured Creditors Committee.

4. Whether the Bankruptcy Court erred in its determination that cash and pharmacy prescription lists were not second-lien collateral, and that cash should not be deducted from the total amount of outstanding first-lien debt.

5. Whether the Bankruptcy Court erred when it ascribed zero value to ineligible inventory, including in-transit inventory, despite the fact that the in-transit

inventory had value as of the Petition Date and was ultimately delivered and sold during the case.

II. Designation of Items to Be Included in the Record on Appeal¹

6. Cyrus designates the following items for inclusion in the record on appeal. Each designated item shall also include any and all exhibits and documents annexed to and referenced within such items.

DOCUMENTS FILED IN BANKRUPTCY COURT

Docket No.	Docket Entry Date	Description
3198	4/15/2019	Declaration of Brian J. Griffith in Support of Debtors' Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral, and Exhibits 1-2 thereto, annexed as Exhibit A to Debtors' Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit of Condition Debtors' Continued Use of Collateral, Including Cash Collateral
3205	4/15/2019	First Application of Alvarez and Marsal North America, LLC as Financial Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from October 15, 2018 through February 28, 2019
4034	5/26/2019	Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes
4035	5/26/2019	Declaration of Brian J. Griffith in Support of the Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes, with Exhibit A thereto
4272	6/18/2019	Common Memorandum of Law on Behalf of the Second Lien Parties: (A) In Support of Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims

¹ All documents designated herein without a docket number reference are attached and filed herewith, pursuant to Rule 8009-1(a) of the Local Bankruptcy Rules for the Southern District of New York.

Docket No.	Docket Entry Date	Description
		Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c)
4273	6/18/2019	Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of Its Requests to Determine the Amount of its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and In Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c)
4275	6/18/2019	Declaration of Katherine R. Lynch on Behalf of ESL Investments, Inc. In Support of The Second Lien Parties' Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and In Opposition to Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c), with Exhibits 1 to 25
4276	6/18/2019	Demand for Payment of ESL Investments, Inc.
4278	6/18/2019	Request for Payment of Cyrus Capital Partners, LP
4504	6/20/2019	Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) (unredacted version of Dkt. No. 4313)
4505	6/20/2019	Expert Report of Marti P. Murray in Support of Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) (unredacted version of Dkt. No. 4314)
4316	6/20/2019	Stipulation and Order By and Among Sears Holdings Corporation and Wilmington Trust, National Association, Cyrus Capital Partners, L.P. and ESL Investments, Inc. and certain of its affiliated entities (including JPP, LLC and JPP II, LLC) Concerning the Resolution of Certain Section 507(b) Claims
4372	6/27/2019	Expert Report of David M. Schulte in Support of Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in

Docket No.	Docket Entry Date	Description
		Support of its Requests to Determine the Amount of its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c)
4381	6/27/2019	Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c)
4382	6/27/2019	Supplemental Declaration of Brian J. Griffith in Support of the Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge the Second-Lien Collateral Pursuant to Section 506(c), with Exhibits A-C thereto
4383	6/27/2019	Declaration of Brandon Aebersold, with Exhibits A-C thereto
4439	7/3/2019	Common Reply Memorandum of Law on Behalf of the Second Lien Parties: (a) in Further Support of Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (b) in Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c)
4440	7/3/2019	Supplemental Reply Memorandum of Law on Behalf of ESL Investments, Inc. in Further Support of Its Request to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c)
4441	7/3/2019	Memorandum of Law / Reply Brief of Cyrus Capital Partners, L.P. in Support of Request to Determine the Amount of Secured Claims under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to

Docket No.	Docket Entry Date	Description
		Debtors' Request to Surcharge Collateral Pursuant to Section 506(c)
4445	7/6/2019	Supplemental Reply Memorandum of Law in Further Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(a) and For Allowing of A Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) (Corrected)
4538	7/15/2019	The Creditors' Committee's (I) Qualified Joinder to the Debtors' Objection to the Second Lien Parties' Requests to Determine Claims Under Section 506(a) and Section 507(b) and Reply in Support of Debtors' Rule 3012 Motion and (II) Supplemental Objection to the Second Lien Parties' Request to Determine the Claims Under Section 506(a) and Section 507(b)
4563	7/18/2019	Stipulated Facts, with Exhibits A-J thereto
4564	7/18/2019	Motion of Cyrus Capital Partners, L.P., ESL Investments, Inc. and Wilmington Trust, National Association in Limine to Exclude Certain Testimony and Strike Certain Portions of the Declarations by the Debtors' Fact Witness Brian Griffith
4565	7/18/2019	Debtors' Supplemental Brief on Expert Discovery and in Further Support of (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of the Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c)
4566	7/18/2019	Declaration of Katherine R. Lynch in Support of the Motion of Cyrus Capital Partners, L.P., ESL Investments, Inc. and Wilmington Trust, National Association in Limine to Exclude Certain Testimony and Strike Certain Portions of the Declarations by the Debtors' Fact Witness Brian Griffith, with Exhibits A-E thereto
4567	7/18/2019	Second Supplemental Declaration of Brian J. Griffith in Support of the Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion

Docket No.	Docket Entry Date	Description
		to Determine the Amount, if any, of 507(b) Claims and to Surcharge the Second-Lien Collateral Pursuant to Section 506(c), with Exhibits A-I thereto
4568	7/18/2019	Debtors' Motion to Strike Second-Lien Holders' Experts in Connection with July 23, 2019, Hearing on Rule 507(b) Determination
4569	7/18/2019	Declaration of David M. Schulte in Support of ESL's Requests to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and Its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and ESL's Joinder to the Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Case Collateral; and in Opposition to the Debtors' Motion to Surcharge ESL's Collateral Pursuant to Section 506(c), dated July 18, 2019, with Exhibits A-D thereto
4570	7/18/2019	Common Supplemental Brief of the Second Lien Parties Addressing Discovery: (A) In Connection with Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c)
4571	7/18/2019	Declaration of Marti P. Murray in Support of Cyrus Capital Partners, L.P.'s Request to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and In Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c), with Exhibit A thereto
4573	7/18/2019	Declaration of William Henrich (I) in Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent For Payment of An Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and For Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) and (II) In Opposition to the Debtors' Motion Pursuant to 11 U.S.C. § 506(c), with Exhibits A-L thereto
4586	7/19/2019	Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an

Docket No.	Docket Entry Date	Description
		Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and For Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a), with Exhibits A-J thereto (unredacted version of Dkt. No. 4279)
4587	7/19/2019	Supplemental Memorandum of Law of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent, (I) In Support of Motion Pursuant to Bankruptcy Rule 3012 for Determination of Amount of Secured Claim Pursuant to 11 U.S.C. § 506(a) and Amount of Claim Entitled to Priority Pursuant to 11 U.S.C. § 507(b) and (II) In Opposition to the Debtors Motion Pursuant to 11 U.S.C. § 506(c) (unredacted version of Dkt. No. 4280)
4598	7/22/2019	Notice of Amended Agenda of Matters Scheduled for Hearing on July 23, 2019 at 10:00 a.m.
4740	8/5/2019	Order Determining the Amount of Second-Lien Holders' Section 507(B) Administrative Claims Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure
5007	8/28/2019	Transcript of Hearing held on July 31, 2019
4832	8/14/2019	Notice of Appeal (ESL)
4839	8/14/2019	Notice of Appeal (Wilmington Trust)
4845	8/14/2019	Notice of Appeal (Cyrus)
4928	8/21/2019	Transcript of Hearing held on July 23, 2019
–	–	Copy of Bankruptcy Court Docket Report through August 14, 2019

**JOINT EXHIBITS (“JX”) FROM THE JULY 23, 2019 AND JULY 31, 2019
HEARINGS**

Exhibit No. (If Attached)	JX No.	Document
1	1.	GOB Inventory Recovery Rates
2	2.	External Analysis

Exhibit No. (If Attached)	JX No.	Document
3	3.	Borrowing Base Certificate
4	4.	Tiger – Inventory Appraisal
5	5.	GOB Store Performance (Post-Ch. 11 Bankruptcy Filing)
6	6.	Second Lien Security Agreement
7	7.	First Lien Security Agreement
8	8.	ESL presentation entitled “Project Transform – ESL Bid Presentation”
9	9.	ESL presentation entitled “Project Transform – Sources and Uses”
10	10.	Stock Ledger Detail Inquiry
11	11.	ESL Bid Analysis – Project Blue
12	12.	Project Blue – Actuals from Week ended January 26 through February 9
13	13.	Project Blue – Rolling Cash Flow Budget (Week 15)
14	14.	Wind Down Recoveries
15	15.	Project Blue – Rolling 13-Week Cash Flow Forecast (Week 6)
16	16.	DRAFT – Minutes of a Meeting of the Restructuring Committee
17	17.	Project Blue – Liquidation Bids Review
18	18.	Correspondence from Transform to Lazard
19	19.	Correspondence from Transform to Lazard
20	20.	Tiger – Inventory Appraisal
21	21.	Transform Transaction – Weekly Tracking
22	22.	Correspondence from Sears to Transform
23	23.	Expert Worksheet – Draft
–	24.	Stipulation and Order Concerning the Resolution of Certain Section 507(b) Claims [Dkt. No. 4316, filed June 21, 2019]

Exhibit No. (If Attached)	JX No.	Document
24	25.	ESL January 7 Letter – Exhibit C to Aebersold Decl.
25	26.	ESL November 2 Letter – Exhibit B to Aebersold Decl.
26	27.	ESL October 31 Letter – Exhibit A to Aebersold Decl.
27	28.	Week 36 Borrowing Base Certificate – Exhibit A to Griffith Suppl. Decl.
–	29.	Stipulation and Order Concerning Debtors’ Continuing Use of Cash Collateral [Dkt. No. 4287 filed June 19, 2019]
–	30.	Second Amended Joint Chapter 11 Plan [Dkt. No. 4476 filed July 9, 2019]
–	31.	Response of the Restructuring Subcommittee [Dkt. No. 4039 filed May 28, 2019]
–	32.	Disclosure Statement Motion [Dkt. No. 3277 filed April 17, 2019]
–	33.	Debtors’ Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and collateral Agent to Prohibit or Condition Debtors’ Continued Use of Collateral, including Cash Collateral [Dkt. No. 3198 filed April 15, 2019]
–	34.	Order (I) Approving the Asset Purchase Agreement among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection therewith and (IV) Granting Related Relief [Dkt. No. 2507 filed February 8, 2019]
–	35.	ESL’s Omnibus Response in Support of the Going Concern Sale Transaction [Dkt. No. 2352 filed February 1, 2019]
28	36.	January 14 Proposed Final Ask – Exhibit D to Transier Decl.
29	37.	Global Sale Process: Bid Qualification Overview – Exhibit C to Transier Decl.
30	38.	Business plans – Composite B to Transier Decl.
31	39.	Transier Resume – Exhibit A
32	40.	Declaration of William L. Transier
33	41.	Board Resolution – Exhibit A to Aebersold Decl.

Exhibit No. (If Attached)	JX No.	Document
34	42.	Declaration of Brandon Aebersold [Aebersold Sale Decl.]
–	43.	Debtors’ Omnibus Reply in Support of the Going Concern Sale Transaction [Dkt. No. 2328 filed February 1, 2019]
–	44.	Declaration of Alan J. Carr [Dkt. No. 2321 filed February 1, 2019]
–	45.	Final DIP Order [Dkt. No. 955 filed November 30, 2018]
–	46.	DIP Intercreditor Agreement [Dkt. No. 892 filed November 27, 2018]
–	47.	Global Bidding Procedures Process Letter [Dkt. No. 862 filed November 21, 2018]
–	48.	Bidding Procedures [Dkt. No. 816 filed November 19, 2018]
–	49.	Critical Vendors Order [Dkt. No. 798 filed November 16, 2018]
–	50.	Utilities Order [Dkt. No. 431 filed November 2, 2018]
–	51.	Brandon Aebersold – First Day Declaration [Dkt. No. 9 filed October 15, 2018]
–	52.	DIP Motion [Dkt. No. 7 filed October 15, 2018]
35	53.	Hearing Transcript
36	54.	Hearing Transcript
37	55.	Auction Transcript
–	56.	Hearing Transcript [Dkt. No. 2469 filed January 9, 2019, entered February 7, 2019]
–	57.	First Interim Application of Houlihan Lokey Capital, Inc. [Dkt. No. 3194 filed April 15, 2019]
–	58.	First Interim Application of FTI Consulting, Inc. [Dkt. No. 3195 filed April 15, 2019]
–	59.	First Interim Fee Application of Evercore Group L.L.C. [Dkt. No. 3204 filed April 15, 2019]
–	60.	First Interim Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP [Dkt. No. 3207 filed April 15, 2019]
–	61.	First Interim Fee Application of Lazard Freres & Co, LLC [Dkt. No. 3217 filed April 15, 2019]

Exhibit No. (If Attached)	JX No.	Document
–	62.	First Application of Weil, Gotshal & Manges LLP [Dkt. No. 3224 filed April 15, 2019]
38	63.	Second Amended and Restated Intercreditor Agreement
39	64.	Citi – Cash Collateral Agreement
40	65.	Vendor List
41	66.	Forecast List
42	67.	Management Forecast
43	68.	ESL Investments, Inc. and Edward S. Lampert Statement on Chapter 11 Reorganization Filing by Sears Holdings Corporation – press release
44	69.	Correspondence from Sean O’Neal to Ray Schrock
45	70.	Exhibit B – Summary of Agreed Terms -- to Project Transform Commitment Letter, dated January 17, 2019
46	71.	Exhibit A – Description of Transaction – to Project Transform Commitment Letter, dated January 17, 2019
47	72.	Hearing Transcript
48	73.	General Ledger
49	74.	Borrowing Base Certificate
50	75.	Borrowing Base Certificate Page 1 Signed
51	76.	Second Lien Parties’ First Consolidated Request for Production of Documents Directed to the Debtors
52	77.	Estimated Script Asset Value
–	78.	Declaration of Mohsin Y. Meghji in Support of Debtors’ Motion for Authority to (A) Obtain Postpetition Financing, (b) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties and (D) Schedule Second Interim Hearing and Final Hearing [Dkt. No. 10 filed October 15, 2018]
53	79.	Declaration of Mohsin Y. Meghji
–	80.	Motion of Debtors for Authorization to (I) Continue, Maintain, and Renew their Insurance Policies and Workers’ Compensation Programs; (II) Honor all Obligations with

Exhibit No. (If Attached)	JX No.	Document
		Respect thereto; and (III) Modify the Automatic stay with Respect to The Workers' Compensation Programs [Dkt. No. 17 filed October 15, 2018]
54	81.	Sears Holdings Corporation, Annual Report (Form 10-K)
55	82.	Wind Down Recoveries
56	83.	ESL Bid vs. Liquidation Comparison
57	84.	Project Transform - Creditor Recovery Side by Side Analysis
58	85.	Cash Collateral – Weekly Budget Variance Report
–	86.	Hearing Transcript [Dkt. No. 2700 filed February 5, 2019, entered February 27, 2019]
–	87.	Interim Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief [Dkt. No. 101 filed October 16, 2018]
–	88.	Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Modifying the Automatic Stay; and (III) Granting Related Relief [Dkt. No. 1436 filed December 28, 2018]
–	89.	Notice of Successful Bidder and Sale Hearing [Dkt. No. 1730 filed January 18, 2019]
–	90.	Declaration of Kunal S. Kamlani in Support of ESL's Omnibus Response in Support of the Going Concern Sale Transaction [Dkt. No. 2356 filed February 1, 2019]
–	91.	Amendment to the Asset Purchase Agreement [Dkt. No. 2456 filed February 7, 2019]
–	92.	Hearing Transcript [Dkt. No. 2869, filed February 8, 2019, entered March 18, 2019]
59	93.	Creditor Recovery Considerations
60	94.	Project Blue – Rolling Cash Flow Budget (Week 16)
61	95.	Kamlani Deposition Transcript

Exhibit No. (If Attached)	JX No.	Document
62	96.	Aebersold Deposition Transcript
63	97.	Sears Holdings Corp., PWP Requests 3-5 Spreadsheet
64	98.	Excel Spreadsheet of LC Draws
65	99.	Excel Spreadsheet of LC Summary
66	100.	Project Blue — Liquidation Sale Process Update
67	101.	Abacus Advisors, Indication of Interest Letter to Mohsin Y. Meghji and Colin M. Adams with attached Sears Holdings Corporation Total Company Summary of Total Estimated Net Recovery Values on Retail Stores GOB Inventory, Draft – Subject to Further Refinement
68	102.	Abacus Advisors, Summary of Total Estimated Net Recovery Values on Retail Store GOB Inventory, Draft – Subject to Further Refinement
69	103.	Tiger Inventory Appraisal, Prepared for Bank of America Merrill Lynch
70	104.	Tiger Inventory Appraisal, Prepared for Bank of America Merrill Lynch
71	105.	Illustrative Recovery Considerations
72	106.	Minutes of the Meeting of the Restructuring Committee of the Board of Directors of Sears Holdings Corp.
73	107.	Minutes of the Meeting of the Restructuring Committee
74	108.	Advisory Bid Comparison
–	109.	Declaration of Robert A. Riecker [Dkt. No. 3 filed October 15, 2018]
–	110.	Declaration of Robert A. Riecker in Support of Debtors' Omnibus Reply [Dkt. No. 866 filed November 23, 2018]
–	111.	Declaration of Sunny Singh in Support of the Going Concern Sale Transaction [Dkt. No. 2344 filed February 1, 2019]
–	112.	Disclosure Statement for Second Amended Joint Chapter 11 Plan [Dkt. No. 4042 filed May 28, 2019]
–	113.	Debtors' Monthly Operating Reports for April 7–May 4, 2019 [Dkt. No. 3231 filed June 14, 2019]

Exhibit No. (If Attached)	JX No.	Document
75	114.	Sears Holdings Corporation, Annual Report (Form 10-Q) for the period ending Aug. 4, 2018
76	115.	Second Lien Credit Agreement
77	116.	Second Amendment to Letter of Credit and Reimbursement Agreement (LC Facility Agreement)
78	117.	Mohsin Meghji Deposition Transcript
79	118.	Indenture dated as of October 12, 2010
80	119.	First Supplemental Indenture dated as of April 5, 2011
81	120.	Second Supplemental Indenture dated as of July 7, 2015
82	121.	Third Supplemental Indenture dated as of September 19, 2016
83	122.	Fourth Supplemental Indenture dated as of January 9, 2018
84	123.	Fifth Supplemental Indenture dated as of March 20, 2018
85	124.	Instrument of Resignation, Appointment, and Acceptance dated as of June 25, 2014
86	125.	Indenture dated as of March 20, 2018 (6 ^{5/8} % Senior Secured Convertible PIK Toggle Notes due 2019)
87	126.	Amended and Restated Security Agreement dated as of March 20, 2018
88	127.	Chart of UCC-1 financing statements and UCC-3 continuation statements
—	128.	Order Authorizing Debtors to (I) Maintain and Administer Prepetition Customer Programs, Promotions, and Practices, and (II) Pay and Honor Related Prepetition Obligations [Dkt. No. 135 filed October 17, 2018]
89	129.	Proof of Claim of JPP, LLC, executed December 24, 2018 and filed with Prime Clerk LLC on January 4, 2019
90	130.	Debtors' Slides Presented at Sale Hearing on February 7, 2019: Consideration Provided by ESL in the Sale Transaction, pages 13-14
91	131.	Debtors' Slides Presented at Sale Hearing on February 7, 2019: The Benefits of the Sale Transaction Outweigh an Orderly Winddown, pages 15-16

Exhibit No. (If Attached)	JX No.	Document
92	132.	Proof of Claim of Wilmington Trust, as Indenture Trustee and Collateral Agent for the Second Lien Notes executed February 20, 2019 and electronically filed on the Bankruptcy Court's Claims Register on February 20, 2019
93	133.	Proof of Claim of Computershare Trust Company, N.A., as Indenture Trustee for the Second Lien PIK Notes executed April 1, 2019 and filed with Prime Clerk LLC on April 4, 2019
94	134.	Project Blue - Wind Down Budget January 10, 2019
95	135.	Project Blue Actuals from Weeks ended January 26 through February 9 May 13, 2019
96	136.	Sears Holdings Admin Solvency Tracker and Budget Update July 10, 2019
—	137.	Sears Holdings Corporation and Affiliates - Schedules of Assets and Liabilities [Document not attached, pursuant to Local Rule 8009-1(b).]

DEPOSITION TRANSCRIPTS

Exhibit No. (If Attached)	Document
97	Transcript of the Deposition of David M. Schulte, taken on June 29, 2019, with the Second Lien-Holders' designations and the Debtors' counter-designations
98	Transcript of the Deposition of William Henrich, taken on July 2, 2019, with the Second-Lien Holders' designations and the Debtors' counter-designations
99	Transcript of the Deposition of Marti Murray, taken on July 3, 2019, with the Second-Lien Holders' designations and the Debtors' counter-designations
100	Transcript of the Deposition of Brian J. Griffith, taken on July 10, 2019, with the Debtors' designations and the Second-Lien Holders' counter-designations
101	Transcript of the Deposition of Brandon Aebersold, taken on July 10, 2019, with the Debtors' designations and the Second-Lien Holders' counter-designations

Respectfully submitted,

Dated: August 28, 2019
New York, New York

MILBANK LLP

By: /s/ Thomas R. Kreller

Eric R. Reimer (admitted *pro hac vice*)
Thomas R. Kreller (admitted *pro hac vice*)
Robert J. Liubicic
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000

Brian Kinney
55 Hudson Yards
New York, New York 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Counsel to Cyrus Capital Partners, L.P.